

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

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:
WILLIAM E. UNDERLAND and MARK :
SCHALLER, on Behalf of Themselves and All :
Others Similarly Situated, :
Plaintiff, : Electronically Filed
:
- against- :
:
DENNIS ALTER, WILLIAM A. ROSOFF, :
PHILIP M. BROWNE, DAVID B. : 10-Civ.-3621 (CMR)
WEINSTOCK, MAX BOTEL, THOMAS :
COSTELLO, DANA BECKER DUNN, :
ROBERT LUBNER, OLAF OLAFSSON, :
MICHAEL STOLPER, and KPMG LLP, :
Defendants.
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**DECLARATION OF THOMAS L. LAUGHLIN IV
IN SUPPORT OF PLAINTIFFS' MOTION FOR
PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT**

I, Thomas L. Laughlin IV, declare as follows:

1. I am a partner with Scott+Scott, Attorneys at Law, LLP, counsel for Lead Plaintiffs William E. Underland and Mark Schaller ("Plaintiffs") in this matter. I make this declaration in support of Plaintiffs' Motion for Preliminary Approval of Class Action Settlement. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto under oath.

2. Attached hereto as Exhibit A is a true and correct copy of the Stipulation and Agreement of Settlement in the above-captioned case.

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I declare under penalty of perjury that the foregoing is true and correct, and that this declaration was executed in New York, New York, on February 6, 2014.

/s/ Thomas L. Laughlin IV
THOMAS L. LAUGHLIN IV